

# MEMORANDUM

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**From:** Michelle Zinnert, CAE, Executive Director

**To:** Christian Bergman, MD, CMD, Chair, and all delegates to the PALMed House of Delegates

**Subject:** Proposal for Amendments to the PALMed Bylaws

**Date:** February 12, 2025

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In 2024, the Board created the Governance Optimization Task Force to review our current governance practices and to bring recommendations to the Board that represent a governance structure that is nimble, representative of the membership, responsive to their needs, evolves with the membership, and is built on a foundation of supporting diverse views, perspectives, and backgrounds. The Board approved and is proposing the following changes to our current governance structure which requires a Bylaws change:

## 1. New Board Structure: (yellow highlight = a change)

- **Presidential Line:**
  - Vice President
  - President-Elect
  - President
  - Immediate Past President
- **Treasurer**
- **House of Delegates:**
  - Chair
  - Vice Chair (changed from Secretary position)
- **Certification Council Chair** (formerly ABPLM Chair)
- **Directors-at-Large:** 5 members
  - Changed from HOD and State Council President representatives
- **Public Member:** Optional (Board discretion)

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## 2. Changes to Board Position Eligibility:

- **Presidential Line:**
  - Prior service on PALMed or PALTCM Foundation boards
- **Treasurer:**
  - Prior service on Finance Committee or PALMed/Foundation boards
- **HOD Vice Chair:**
  - 2 years served as HOD Delegate
- **Director-at-Large:**
  - General Member (good standing for 3+ years)
  - Board to set additional specifications based on needs

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## 3. Change in Board Election Process:

- Election will be by vote of the full membership (instead of House of Delegates).

### 4. Renaming Nominating Committee:

- **New Name:** Leadership Development Committee
- **Responsibilities:** Cultivating leaders, expanding/diversifying Board and committee candidates.
- This Committee will still manage the nominations process with Board direction.

### 5. Membership Updates:

- **General Membership Definition:**
  - Edits to the description for General Membership to:
    - *General membership in PALTmed may be granted to physicians, nurse practitioners, physician assistants, clinical nurse specialists, or other doctorly-prepared health care professional who has an interest in post-acute and long-term care medicine.*
- **New Membership Dues Model:**
  - Transition to a unified membership structure with national and chapter dues combined.

### Technical Changes to the Bylaws:

#### 1. Removal of Membership Restrictions (51% Physician Rule):

Removal of this paragraph under General Membership:

- *General membership in PALTmed shall be no less than 51% physicians. If, in the opinion of the Board, membership among clinicians who are not physicians is approaching that threshold, PALTmed shall suspend new memberships among clinicians who are not physicians, and actively recruit physician members, until such time as the physician threshold is no longer at risk of being reduced below 51%.*

Legal Counsel Guidance - Limiting the number of clinicians, who are not physicians, that can be members involves anti-trust risks.

#### 2. Article XI – Sections:

- Legal counsel recommends removing this from the bylaws and putting this into a Board Policy Manual to allow for flexibility which may be needed to deal with changing needs.
- Sections are no longer utilized in this way. Special Interest Groups now serve this purpose.

#### 3. Article XIV – Representation to Other Organizations:

- This outdated policy will now be in the Board Policy Manual for easier updates.

#### 4. Article XVII – Parliamentary Authority:

- This outdated policy will now be in the Board Policy Manual and Board Culture statement for easier updates.

All proposed changes are highlighted in the attached redline version of the Bylaws.